

MOORE SARAH H
Form 5
February 13, 2009

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
MOORE SARAH H

2. Issuer Name and Ticker or Trading Symbol
COLONIAL BANCGROUP INC [CNB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

124 EVERGREEN DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

DEATSVILLE, AL 36022

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2008	^	J ⁽⁷⁾	80 A	8.484 \$ (8)	163,141 D	^
Common Stock	^	^	^	^	^	5,594 I	by Son

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 10.5	Â	Â	Â	Â Â	12/30/2000 12/30/2009	Common Stock
Incentive Stock Option (right to buy)	\$ 9.5	Â	Â	Â	Â Â	05/16/2001 05/16/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 12.54	Â	Â	Â	Â Â	06/18/2001 06/18/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 14.81	Â	Â	Â	Â Â	12/28/2002 12/28/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 11.75	Â	Â	Â	Â Â	12/30/2006 ⁽¹⁾ 12/30/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.75	Â	Â	Â	Â Â	12/30/2003 12/30/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 17.28	Â	Â	Â	Â Â	12/23/2006 ⁽²⁾ 12/23/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.28	Â	Â	Â	Â Â	12/23/2004 12/23/2013	Common Stock
Incentive Stock Option (right to buy)	\$ 21.45	Â	Â	Â	Â Â	12/28/2006 ⁽³⁾ 12/28/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.45	Â	Â	Â	Â Â	12/28/2005 12/28/2014	Common Stock

Incentive Stock Option (right to buy)	\$ 25.4	Â	Â	Â	Â	Â	04/18/2007 ⁽⁴⁾	04/18/2016	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 25.4	Â	Â	Â	Â	Â	04/18/2007 ⁽⁵⁾	04/18/2016	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 25.81	Â	Â	Â	Â	Â	01/16/2008 ⁽⁶⁾	01/16/2017	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 11.29	Â	Â	Â	Â	Â	01/15/2009 ⁽⁶⁾	01/15/2018	Common Stock	6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORE SARAH H 124 EVERGREEN DRIVE DEATSVILLE, AL 36022	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Sarah H. Moore 01/29/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 109 options vest on 12/20/2006. The remaining 1,000 options vest on 12/30/2007.
- (2) Options vest in three equal installments beginning on the third anniversary of the grant date. (66% vested)
- (3) Options vest in four equal installments beginning on the second anniversary of the grant date. (50% vested)
422 options vest on the first anniversary of the grant date. 887 options vest on the second anniversary of the grant date. 2,248 options vest on the third anniversary of the grant date. 7,874 options vest in two equal installments, annually, beginning on the fourth anniversary of the grant date.
- (4) 6,854 options vest on the first anniversary of the grant date. 6,389 options vest on the second anniversary of the grant date. 5,028 options vest on the third anniversary of the grant date. The remaining 6,678 options vest in two equal installments, annually, beginning on the fourth anniversary of the grant date.
- (5) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant.
- (6) Shares issued through the Colonial BancGroup, Inc. Dividend Reinvestment Plan.
- (7) Average purchase price of Dividend Reinvestment Plan shares issued throughout the year.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.